

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ROGER EGAN,

Plaintiff,

07 Civ. 7134 (SAS)

- against -

MARSH & MCLENNAN COMPANIES, INC.,
MARSH USA INC. SEVERANCE PAY PLAN,
MARSH INC. FALL 2004 RESTRUCTURING
SEVERANCE PAY PLAN,DECLARATION OF ROBERT N.
HOLTZMAN IN FURTHER
SUPPORT OF DEFENDANTS'
MOTION TO DISMISS
PLAINTIFF'S AMENDED
COMPLAINT

Defendants.

ROBERT N. HOLTZMAN, an attorney duly admitted to practice before the Bar of this Court, hereby declares as follows:

1. I am a member of the firm of Kramer Levin Naftalis & Frankel LLP, attorneys for Defendants Marsh & McLennan Companies, Inc. ("MMC"), Marsh USA Inc. Severance Pay Plan ("SPP"), and Marsh Inc. Fall 2004 Restructuring Severance Pay Plan (the "Restructuring SPP") in the above-captioned matter.
2. I submit this declaration to provide the Court with true and correct copies of the following documents in support of Defendant's motion to dismiss plaintiff's amended complaint, which are incorporated in the Complaint by reference or are integral to the complaint, *Subaru Distrib. Corp. v. Subaru of Am., Inc.*, 425 F.3d 119, 122 (2d Cir. 2005):

- a) Terms and Conditions of Restricted Stock Awards (Mar. 20, 1997 grant); Terms and Conditions of Restricted Stock Awards (Mar. 18, 1999 grant); Terms and Conditions of Restricted Stock Awards (Jan. 20, 2000 grant) (Exhibit A).

- b) Terms and Conditions of Restricted Stock Awards (Mar. 15, 2001 grant); Terms and Conditions of Restricted Stock Awards (Mar. 21, 2002 grant) (Exhibit B).
- c) Terms and Conditions of Restricted Stock Awards to U.S. Grant Recipients (Mar. 20, 2003 grant); Terms and Conditions of Restricted Stock Unit Awards (issued in lieu of Restricted Stock Awards) (Mar. 20, 2003 grant); Terms and Conditions of 10-Year Restricted Stock Awards to U.S. Grant Recipients (Mar. 17, 2004 grant) (Exhibit C).
- d) Terms and Conditions of Restricted Stock Units Granted To U.S. Employees in 2003 (excerpt); Terms and Conditions of Restricted Stock Units Granted to U.S. Employees in 2004 (excerpt) (Exhibit D).
- e) Terms and Conditions of Restricted Stock Unit Awards to U.S. Grant Recipients (Jan. 15, 2004 grant) (Exhibit E).
- f) Marsh USA Inc. Severance Pay Plan (effective as of Feb. 1, 2001) (Exhibit F).
- g) Marsh Inc. Severance Pay Plan (effective as of Feb. 1, 2001) (Exhibit G).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: New York, New York
December 21, 2007

/s/ Robert N. Holtzman
Robert N. Holtzman